



Entered on Docket
August 11, 2006

Hon. Linda B. Riegle
United States Bankruptcy Judge

Annette W. Jarvis, Utah Bar No. 1649
RAY QUINNEY & NEBEKER P.C.
36 South State Street, Suite 1400
P.O. Box 45385
Salt Lake City, Utah 84145-0385
Telephone: (801) 532-1500
Facsimile: (801) 532-7543
Email: ajarvis@rqn.com

and
Lenard E. Schwartzter
Nevada Bar No. 0399
Jeanette E. McPherson
Nevada Bar No. 5423
Schwartzter & McPherson Law Firm
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
Telephone: (702) 228-7590
Facsimile: (702) 892-0122
E-Mail: bkfilings@s-mlaw.com
Attorneys for Debtor and Debtor-In-Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,
Debtor.

Case Nos. BK-S-06-10725 LBR
Case Nos. BK-S-06-10726 LBR
Case Nos. BK-S-06-10727 LBR
Case Nos. BK-S-06-10728 LBR
Case Nos. BK-S-06-10729 LBR

In re:
USA CAPITAL REALTY ADVISORS, LLC,
Debtor.

Chapter 11

In re:
USA CAPITAL DIVERSIFIED TRUST DEED FUND,
LLC,
Debtor.

Jointly Administered Under
Case No. BK-S-06-10725 LBR

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,
Debtor.

**ORDER GRANTING:
(1) APPLICATION BY DEBTOR AND
DEBTOR-IN-POSSESSION FOR
AUTHORIZATION TO RETAIN AND
EMPLOY SCHWARTZER & McPHERSON
LAW FIRM AS COUNSEL UNDER
GENERAL RETAINER;**

In re:
USA SECURITIES, LLC,
Debtor.

SCHWARTZER & MCPHERSON LAW FIRM

2850 South Jones Boulevard, Suite 1

Las Vegas, Nevada 89146-5308

Tel: (702) 228-7590 · Fax: (702) 892-0122

Affects:

- ☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

(2) DEBTOR'S APPLICATION TO EMPLOY AND RETAIN RAY QUINNEY & NEBEKER P.C. AS COUNSEL FOR ALL DEBTORS);

(3) DEBTORS' MOTION FOR ORDER AUTHORIZING (I) THE EMPLOYMENT AND RETENTION OF MESIROW FINANCIAL INTERIM MANAGEMENT, LLC AS CRISIS MANAGERS FOR THE DEBTORS, AND (II) THE DESIGNATION OF THOMAS J. ALLISON OF MESIROW FINANCIAL INTERIM MANAGEMENT, LLC AS CHIEF RESTRUCTURING OFFICER FOR THE DEBTORS AND THE EMPLOYMENT OF CERTAIN TEMPORARY EMPLOYEES

Date: July 25, 2006

Time: 9:30 a.m.

The Debtor's Motion For Order Authorizing (I) the Employment and Retention of Mesirow Financial Interim Management, LLC as Crisis Managers for the Debtors, and (II) the Designation of Thomas J. Allison of Mesirow Financial Interim Management, LLC As Chief Restructuring Officer for the Debtors and the Employment of certain Temporary Employees (the "Mesirow Application", Docket No. 6), the Application By Debtor And Debtor-In-Possession For Authorization To Retain And Employ Schwartz & McPherson Law Firm As Counsel Under General Retainer (the "S&M Application", Docket No. 21), and the Application To Employ Ray Quinney & Nebeker P.C. As Counsel For The Debtors (the "RQN Application", Docket No. 23), (collectively referred to as the "Employment Applications") having come on for hearing before this Court on July 25, 2006 pursuant to the Orders previously entered by the Court (Docket Nos. 26, 474 and 475) and the Stipulation and Order (Docket No. 890); the Debtors, USA Commercial Mortgage Company, USA Securities, LLC, USA Capital Realty Advisors, LLC, USA Capital Diversified Trust Deed Fund, and USA Capital First Trust Deed Fund (collectively referred to as "Debtors") appearing by and through their counsel, Annette W. Jarvis, Esq. of Ray Quinney & Nebeker P.C. and Lenard E. Schwartz, Esq. of Schwartz & McPherson Law Firm; other appearances having been made upon the record; the Court having considered the objections on

file and the oral objections having been made in Court; the Court having made its findings of fact and conclusions of law on the record and good cause appearing, it is

ORDERED that the Employment Applications are granted through October 2, 2006; and it is further

ORDERED that the Court will consider an extension of the Employment Applications on September 28, 2006 at 9:30 a.m.

Submitted by:

Approved / Disapproved by

RAY QUINNEY & NEBEKER P.C. and
SCHWARTZER & MCPHERSON LAW FIRM

SARA L. KISTLER
ACTING U.S. TRUSTEE
REGION 17

By: /s/ LENARD E. SCHWARTZER

By: _____
August B. Landis, Assistant U.S. Trustee

Lenard E. Schwartz, Esq.
Jeanette E. McPherson, Esq.
Attorneys for Debtor and Debtor-In-Possession

Approved/Disapproved by:

Approved/Disapproved by:

LEWIS AND ROCA, LLP

GORDON & SILVER, LTD.

By: _____
SUSAN M. FREEMAN, ESQ.
ROB CHARLES, ESQ.
*Counsel for the Official Committee of
Unsecured Creditors of USA Commercial
Mortgage Company*

By: _____
GERALD M. GORDON, ESQ.
GREGORY E. GARMAN, ESQ.
*Counsel for the Official Committee of
Holders of Executory Contract Rights of
USA Commercial Mortgage Company*

Approved/Disapproved by:

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ORRICK, HERRINGTON & SUTCLIFFE LLP
and BECKLEY SINGLETON, CHTD.

STUTMAN TREISTER & GLATT, P.C. and
SHEA & CARLYON, LTD.

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BRETT A. AXELROD, ESQ.
ANNE M. LORADITCH, ESQ.
*Counsel for the Official Committee of Equity
Security Holders of USA Capital Diversified
Trust Deed Fund, LLC*

By: /s/ CANDACE C. CARLYON
FRANK A. MEROLA, ESQ.
EVE KARASIK, ESQ.
CHRISTINE PAJAK, ESQ.
CANDACE C. CARLYON, ESQ.
*Counsel for the Official Committee of
Equity Security Holders of USA Capital
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August H. Lenois, Assistant U.S. Trustee

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SCHWARTZER & MCPHERSON LAW FIRM

2550 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5318
Tel: (702) 258-7999 • Fax: (702) 892-0122

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13 Attorneys for Debtor and Debtor-In-Possession


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August B. Landis, Assistant U.S. Trustee

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1 ALTERNATIVE METHOD re: RULE 9021:

2 In accordance with Local Rule 9021, the undersigned certifies:

3 The court waived the requirements of LR 9021.

4 X I have delivered a copy of this proposed order to all attorneys and unrepresented parties who appeared
at the hearing regarding this matter and/or who filed a written objection and each has:

5 X approved the form of this order:

 waived the right to review the order and/or

 X failed to file and serve papers in accordance with LR 9021(c)

6 I have delivered a copy of this proposed order to all attorneys and unrepresented parties who appeared
at the hearing regarding this matter and/or who filed a written objection and all have either approved the form of this
order, waived the right to review the order, failed to file and serve papers in accordance with LR 9021(c) and the
7 following have disapproved the form of the order:

8 No opposition was filed to the motion and no other party or counsel appeared at the hearing.

9 #####